

EXHIBIT J

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION

THE WILLIAM POWELL COMPANY, :
Plaintiff, :
vs. : CASE NO.:
NATIONAL INDEMNITY COMPANY, et al., : 1:14-CV-00807
Defendants. :

TELEPHONIC DEPOSITION OF: CLAYTON BUDLONG
December 8, 2016
10:02 a.m.

REPORTED BY:

Renee Rogers, Registered Professional Reporter

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<p style="text-align: right;">Page 2</p> <p>1 UNITED STATES DISTRICT COURT 2 SOUTHERN DISTRICT OF OHIO 3 WESTERN DIVISION 4 5 THE WILLIAM POWELL COMPANY, : 6 Plaintiff, : 7 vs. : CASE NO.: 8 NATIONAL INDEMNITY COMPANY, et al., : 1:14-CV-00807 9 Defendants. : 10 11 12 Telephonic deposition of CLAYTON BUDLONG, a 13 witness herein, taken by the Plaintiff as upon 14 cross-examination pursuant to notice and stipulations 15 hereinafter set forth, at the offices of Vorys, Sater, 16 Seymour and Pease, LLP, 301 East Fourth Street, Suite 17 3500, Cincinnati, Ohio, at 10:02 a.m. on Thursday, 18 December 8, 2016, before Renee Rogers, Registered 19 Professional Reporter and notary public within and for 20 the state of Ohio. 21 22 Cin-Tel Corporation 23 810 Sycamore Street, Suite 103 24 Cincinnati, Ohio 45202 (513) 621-7723</p>	<p style="text-align: right;">Page 4</p> <p>1 STIPULATIONS 2 3 It is stipulated by and among counsel for the 4 respective parties that the telephonic deposition of 5 Clayton Budlong may be taken at this time by the 6 Plaintiff as upon cross-examination pursuant to the 7 Federal Rules of Civil Procedure and pursuant to 8 Notice and agreement of counsel as to the time and 9 place; that the deposition may be taken in stenotype 10 by the notary public-court reporter and transcribed by 11 her out of the presence of the witness; that the 12 deposition is to be submitted to the deponent for his 13 examination and signature, and that the signature may 14 be affixed outside the presence of the notary 15 public-court reporter. 16 17 18 19 20 21 22 23 24</p>
<p style="text-align: right;">Page 3</p> <p>1 APPEARANCES: 2 On behalf of the Plaintiff: 3 KATHERINE G. BARNES, ESQ. 4 DAVID F. HINE, ESQ. 5 JOSEPH M. BRUNNER, ESQ. 6 Vorys, Sater, Seymour and Pease, LLP 7 3500 Great American Tower 8 301 East Fourth Street 9 Cincinnati, Ohio 45202 10 (513) 723-4000 11 kgbarnes@vorys.com 12 dfhine@vorys.com 13 jmbrunner@vorys.com 14 15 On behalf of Defendant OneBeacon Insurance Company (by 16 telephone): 17 RICHARD M. GARNER, ESQ. 18 Collins, Roche, Utley & Garner, LLC 19 655 Metro Place South, Suite 200 20 Dublin, Ohio 43017 21 (614) 901-9600 22 rgarnier@cruglaw.com 23 24</p>	<p style="text-align: right;">Page 5</p> <p>1 INDEX 2 3 Witness 4 CLAYTON BUDLONG 5 Cross by Ms. Barnes 9 Page 6 7 EXHIBITS 8 9 (No exhibits were marked.) 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24</p>

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<p>1 MS. BARNES: Mr. Budlong, my name is</p> <p>2 Katie Barnes, and I am here to ask you</p> <p>3 some questions.</p> <p>4 Before we begin, can everyone just</p> <p>5 identify themselves for the record.</p> <p>6 Once again, I'm Katherine, or Katie,</p> <p>7 Barnes.</p> <p>8 MR. GARNER: My name is Richard</p> <p>9 Garner, and I represent OneBeacon</p> <p>10 Insurance Company.</p> <p>11 THE WITNESS: My name is Clayton</p> <p>12 Budlong, and I'm a team leader at</p> <p>13 Resolute Management.</p> <p>14 MS. BARNES: Thank you. And I</p> <p>15 failed to mention that I represent The</p> <p>16 William Powell Company.</p> <p>17 Mr. Budlong, where are you right</p> <p>18 now?</p> <p>19 THE WITNESS: In Boston,</p> <p>20 Massachusetts.</p> <p>21 MS. BARNES: Are you in your office?</p> <p>22 THE WITNESS: Yes, I am.</p> <p>23 MS. BARNES: Okay. Can I just</p> <p>24 please ask that you refrain from looking</p>	<p>1 understand that I'm going to ask you</p> <p>2 some questions, and if any of my</p> <p>3 questions are unclear, please let me</p> <p>4 know, and I'll work with you to ask a</p> <p>5 question that you do understand.</p> <p>6 THE WITNESS: Okay.</p> <p>7 MS. BARNES: And because of the</p> <p>8 telephone, it's especially important</p> <p>9 that you give a verbal response, and</p> <p>10 preferably a "yes" or a "no" as opposed</p> <p>11 to a "yeah" or a "nah." Those are more</p> <p>12 difficult for the court reporter to pick</p> <p>13 up.</p> <p>14 THE WITNESS: Okay.</p> <p>15 MS. BARNES: And can you hear me</p> <p>16 clearly right now?</p> <p>17 THE WITNESS: Yes.</p> <p>18 MS. BARNES: Okay. Great. I'm</p> <p>19 going to try very hard not to speak over</p> <p>20 you, and if you would do the same and</p> <p>21 try not to speak over me, because,</p> <p>22 again, that's hard for the court</p> <p>23 reporter to take down.</p> <p>24 THE WITNESS: Okay.</p>
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<p>1 at anything during this deposition, you</p> <p>2 know, not your computer or any document,</p> <p>3 and if for some reason you do refer to</p> <p>4 something, will you please let me know?</p> <p>5 THE WITNESS: Yes.</p> <p>6 MS. BARNES: And I also want to make</p> <p>7 clear that the court reporter cannot</p> <p>8 swear you over the phone, but Rich has</p> <p>9 agreed that, you know, this testimony</p> <p>10 will be considered under oath.</p> <p>11 So do you understand that this</p> <p>12 testimony is going to be under oath and</p> <p>13 you need to tell the truth?</p> <p>14 THE WITNESS: Yes.</p> <p>15 MS. BARNES: Great. Have you ever</p> <p>16 been deposed before?</p> <p>17 THE WITNESS: Yes.</p> <p>18 MS. BARNES: In your capacity as an</p> <p>19 employee for Resolute, or in another</p> <p>20 capacity?</p> <p>21 THE WITNESS: Both in my capacity --</p> <p>22 in my employment at Resolute as well as</p> <p>23 in another capacity.</p> <p>24 MS. BARNES: Okay. So you</p>	<p>1 CLAYTON BUDLONG,</p> <p>2 having acknowledged that his testimony will be</p> <p>3 given as if under oath, was examined and testified</p> <p>4 as follows:</p> <p>5 CROSS-EXAMINATION</p> <p>6 BY MS. BARNES:</p> <p>7 Q Did you do anything to prepare for</p> <p>8 this deposition?</p> <p>9 A The only thing I did to prepare was</p> <p>10 meet with Mr. Garner prior to -- yesterday.</p> <p>11 Q And how long did you guys meet for?</p> <p>12 A Probably about 45 minutes or so, 45</p> <p>13 minutes to an hour total.</p> <p>14 Q Okay. And I don't want to know</p> <p>15 about the substance of those discussions, but did</p> <p>16 you review any documents before, you know, today</p> <p>17 in preparation for this deposition?</p> <p>18 A The only thing that I reviewed was</p> <p>19 my affidavit.</p> <p>20 Q Okay. Great. So you did execute an</p> <p>21 affidavit in this case or a declaration; is that</p> <p>22 correct?</p> <p>23 A That's correct.</p> <p>24 Q Did you draft that affidavit?</p>

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<p>1 A Yes.</p> <p>2 Q Okay. Did you have any assistance</p> <p>3 in drafting that affidavit?</p> <p>4 A Well, I believe, if I recall -- I</p> <p>5 have to be honest. I don't recall exactly, but I</p> <p>6 know that it was -- that it was -- I worked with</p> <p>7 counsel to draft it.</p> <p>8 Q Okay. Did you review any documents</p> <p>9 or anything in order to provide information to</p> <p>10 counsel for that affidavit?</p> <p>11 A No. I did it by memory.</p> <p>12 Q Did you review the affidavit before</p> <p>13 you signed it?</p> <p>14 A Yes.</p> <p>15 Q And do you believe it was accurate</p> <p>16 when you signed it?</p> <p>17 A Yes.</p> <p>18 Q You mentioned that your current role</p> <p>19 at Resolute is a team leader?</p> <p>20 A That's correct.</p> <p>21 Q And do you currently have any</p> <p>22 involvement with The William Powell Company or The</p> <p>23 William Powell Company's accounts?</p> <p>24 A No.</p>	<p>1 A His job title at that time was team</p> <p>2 leader.</p> <p>3 Q What about Peter Dinunzio?</p> <p>4 A I'm not sure what his job title</p> <p>5 was. He headed up the Asbestos Strategic Unit.</p> <p>6 Q Okay. To whom did you report?</p> <p>7 A From 2010 until 2013 I reported to</p> <p>8 Brooke Green. From 2013 to 2014 I reported to</p> <p>9 David Gold.</p> <p>10 Q Okay. Is Brooke Green still at</p> <p>11 Resolute?</p> <p>12 A Yes.</p> <p>13 Q Why did you stop working with</p> <p>14 William Powell accounts?</p> <p>15 A Darilyn was transferred off of my</p> <p>16 team to a different team.</p> <p>17 Q Do you know why?</p> <p>18 A It was just a reorganization move.</p> <p>19 We brought in a new team leader to replace an old</p> <p>20 team leader, and we -- I don't -- I don't totally</p> <p>21 recall exactly the machinations of it, why we</p> <p>22 swapped account managers.</p> <p>23 However, it was done in that context</p> <p>24 as when Greg came in, I think -- and I don't even</p>
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<p>1 Q Did you previously?</p> <p>2 A Yes.</p> <p>3 Q And in what role?</p> <p>4 A As a team leader.</p> <p>5 Q And what's the time frame for that?</p> <p>6 A 2010 to 2014.</p> <p>7 Q And so unless I specifically state,</p> <p>8 all of my questions are going to relate to that</p> <p>9 2010-2014 time frame in which you were a team</p> <p>10 leader involved in the William Powell accounts.</p> <p>11 A Okay.</p> <p>12 Q So in your role as team leader over</p> <p>13 the William Powell accounts, what did you do?</p> <p>14 A I worked as a manager for Darilyn</p> <p>15 Michaud, who was the account manager assigned to</p> <p>16 the William Powell account.</p> <p>17 Q Did you work with anyone else in</p> <p>18 that role?</p> <p>19 A Yes, I would. At different times</p> <p>20 during the 2010 to 2014 time frame, I worked with</p> <p>21 either Chris Dardis and/or Peter Dinunzio as --</p> <p>22 with respect to asbestos claims evaluations.</p> <p>23 Q Okay. Do you remember what Chris</p> <p>24 Dardis's role was at that time, or job title was?</p>	<p>1 recall the individuals involved, other than a</p> <p>2 couple of my folks went to him and a couple of his</p> <p>3 folks went to me.</p> <p>4 Q Okay. Got it. So during that 2010</p> <p>5 to 2014 time frame that you worked with Powell,</p> <p>6 did you handle any specific asbestos claims?</p> <p>7 A I don't understand the question.</p> <p>8 Q Did you have any authority or</p> <p>9 responsibility for specific claims made against</p> <p>10 Powell?</p> <p>11 A Yes.</p> <p>12 Q Can you tell me what those were.</p> <p>13 A From 2010 to 2013, as a team leader,</p> <p>14 I had personal authority up to \$50,000 to review</p> <p>15 Darilyn's submissions in excess of her personal</p> <p>16 authority up to a maximum of my 50,000 authority</p> <p>17 to approve settlement authority requests.</p> <p>18 Q Okay. So when you say you had</p> <p>19 personal authority up to 50,000, you mean</p> <p>20 settlement authority?</p> <p>21 A That's correct.</p> <p>22 Q And if there was a request for a</p> <p>23 settlement above 50,000, what happened then?</p> <p>24 A From 2010 to 2013, that request</p>

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<p>1 would go to Chris Dardis.</p> <p>2 Q And then what about 2013 to 2014?</p> <p>3 A As of 2013 we reorganized and</p> <p>4 established the Asbestos Strategic Unit, and as</p> <p>5 part of that reorganization, a decision was made</p> <p>6 that the team leaders would have no personal</p> <p>7 authority.</p> <p>8 The account managers would retain</p> <p>9 their personal authority, and thereafter, anything</p> <p>10 above the personal authority of the account</p> <p>11 managers would be submitted to the team leaders</p> <p>12 for review, and then passed on to the Asbestos</p> <p>13 Strategic Unit for ultimate authority.</p> <p>14 Q Do you know why that change was made</p> <p>15 internally?</p> <p>16 A I would -- my understanding is that</p> <p>17 we felt it was a more effective way to administer</p> <p>18 asbestos bodily injury claims.</p> <p>19 Q And that authority applied to all</p> <p>20 accounts, not just the Powell account?</p> <p>21 A That's correct.</p> <p>22 Q In your role from 2010 to 2014, what</p> <p>23 other duties or responsibilities did you have with</p> <p>24 respect to the William Powell account other than,</p>	<p>1 paragraph three, you say: I was involved in</p> <p>2 setting general policies about the handling of the</p> <p>3 William Powell account. That's what you meant?</p> <p>4 A Yeah. I would really -- in that</p> <p>5 circumstance, I looked at that statement as you</p> <p>6 could interchange William Powell account with</p> <p>7 asbestos account.</p> <p>8 And so I looked at that -- because</p> <p>9 the question was did you -- you know, did you set</p> <p>10 policies for the William Powell account. I looked</p> <p>11 at it -- and it's not really setting policies, but</p> <p>12 it's administering the policies of handling</p> <p>13 asbestos claims, and that's why I felt it was</p> <p>14 accurate to say that.</p> <p>15 Q Okay. What sort of written</p> <p>16 documents did you see as part of your role as team</p> <p>17 leader over the William Powell account?</p> <p>18 A E-mails and asbestos requests for</p> <p>19 settlement authority.</p> <p>20 Q Would those have --</p> <p>21 A And --</p> <p>22 Q I'm sorry.</p> <p>23 A And any other attendant documents</p> <p>24 that may have been provided by defense counsel;</p>
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<p>1 you know, settlement authority up to \$50,000?</p> <p>2 A Nothing, other than that that was</p> <p>3 attendant to the settlement authority, meaning</p> <p>4 reviewing the submissions to make sure there was</p> <p>5 sufficient information to evaluate, and then</p> <p>6 evaluating that. That would be the extent.</p> <p>7 Q Okay. Did you formulate any</p> <p>8 policies or procedures generally?</p> <p>9 A Can you -- can you restate that,</p> <p>10 restate that question?</p> <p>11 Q Sure. Were you responsible for</p> <p>12 creating or implementing any policies or</p> <p>13 procedures with respect to the administration of</p> <p>14 accounts that fell within your purview?</p> <p>15 A It was my responsibility as a team</p> <p>16 leader to ensure that the accounts were handled in</p> <p>17 a timely fashion. So other than general good</p> <p>18 claims practice, meaning timely handling, timely</p> <p>19 review, timely responsiveness to the insureds, and</p> <p>20 overall handling of asbestos claims, that would be</p> <p>21 the extent of my involvement in establishing or</p> <p>22 monitoring any policies with respect to asbestos</p> <p>23 claims.</p> <p>24 Q Okay. So in your declaration in</p>	<p>1 possibly medical reports, possibly any -- any</p> <p>2 additional attachments that they may have attached</p> <p>3 to the asbestos requests for settlement authority.</p> <p>4 Q Did the asbestos requests for</p> <p>5 settlement authority typically come to you in hard</p> <p>6 copy, or via e-mail, or how did you get those?</p> <p>7 A Via e-mail.</p> <p>8 Q Did you see any sort of exposure</p> <p>9 modeling?</p> <p>10 A Yes. I may have. I don't</p> <p>11 independently recall. But we do do exposure</p> <p>12 modeling here, and so I -- it would not surprise</p> <p>13 me to -- yeah, if I saw modeling in the context of</p> <p>14 the William Powell account. I just don't have any</p> <p>15 independent recollection of it.</p> <p>16 Q And how would that exposure modeling</p> <p>17 have come to you?</p> <p>18 A Through e-mail.</p> <p>19 Q Would Darilyn have been on those</p> <p>20 e-mails, or is that something that as a team</p> <p>21 leader you were privy to and she was not?</p> <p>22 A No. Typically it would -- it would</p> <p>23 quite possibly have come from Darilyn. I don't</p> <p>24 recall whether she -- I don't believe Darilyn did</p>

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<p>1 do the modeling. And that's why I'm -- meaning I 2 don't think she used those modeling calculators. 3 And so that's why I'm not even positive that I 4 would have seen it on the William Powell account. 5 I'm just stating that because I 6 certainly would see it on a -- on a -- you know, 7 any number of other asbestos accounts, and I hate 8 to say it, but I may be just assuming that I saw 9 it on the William Powell account. 10 Q Why would modeling occur on one 11 account but not on another account? 12 A When I say that, I mean that -- I do 13 not mean that the modeling -- 14 MR. GARNER: Hold on. Wait. I'm 15 sorry. I was on mute there, because I 16 didn't want to -- I want to object, 17 Katie. 18 MS. BARNES: On what basis? 19 MR. GARNER: On the basis of 20 privilege. On the basis of privilege, 21 because now we're talking about other 22 accounts. 23 If you want to talk about the 24 William Powell account, that's fine, but</p>	<p>1 with William Powell. These are very 2 limited depositions dealing simply with 3 documentary discovery issues. 4 I don't want to step in your way, 5 but I think, generally speaking, that 6 kind of question may be objectionable. 7 If you can answer it, Clayton, 8 without going into details about what 9 you're doing on other accounts, go 10 ahead; but otherwise, I'm going to 11 instruct you not to answer it as 12 privileged. 13 A Could you repeat the question. 14 Q Sure. Did Resolute have a general 15 policy or procedure stating that exposure modeling 16 should occur on every account? 17 A Not that I'm aware of. 18 Q And I apologize if this is going 19 back, but -- so your testimony is you're not sure 20 if this exposure modeling occurred on the William 21 Powell account or not? 22 A No. My testimony is I'm not sure 23 that I saw it in e-mail format or that I saw a 24 copy of it.</p>
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<p>1 we cannot get into other accounts and 2 how other accounts may be handled. 3 MS. BARNES: I don't -- I would -- I 4 don't think that's privileged. I guess 5 you could make a relevancy argument, but 6 I don't think that information is 7 privileged. 8 MR. GARNER: It's absolutely 9 privileged. We're talking about ongoing 10 claims for other clients of which 11 William Powell has no right to see that 12 information. 13 MS. BARNES: I'll restate my 14 question and try and take care of your 15 concern. 16 MR. GARNER: Okay. Sorry, Clayton. 17 I was on mute there. I couldn't get on 18 quick enough. 19 Q Mr. Budlong, was there any sort of 20 policy or procedure that Resolute had in place 21 that spoke to when or if an exposure modeling 22 should occur on an account? 23 MR. GARNER: Again, I'm going to 24 object to the extent it's not dealing</p>	<p>1 Q But your understanding is that it 2 would have occurred at some point? 3 A Yes. 4 Q Okay. Are there any other written 5 documents that you can think of other than those 6 that you've previously testified to that you would 7 have seen or reviewed in your role as team leader 8 over the William Powell account? 9 A Not that I can think of. 10 Q Did you have a physical file 11 concerning Powell? 12 A No. 13 Q You never had a physical file for 14 Powell? 15 A No. 16 Q The documents that you testified you 17 reviewed, you testified -- did those typically 18 come to you in e-mail or electronic format, or did 19 you receive them in hard copy through some sort 20 of, like, interoffice mail? 21 A E-mail. 22 Q Okay. All of them would have been 23 through e-mail? 24 A Yes.</p>

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<p>1 Q Okay. Did you have access to a</p> <p>2 shared network space concerning Powell?</p> <p>3 A I have access to a shared network</p> <p>4 space. I don't independently know that there were</p> <p>5 Powell documents on it, but that could be the</p> <p>6 case.</p> <p>7 Q Does your shared network, does it</p> <p>8 have a name, or what do you call that?</p> <p>9 A Our shared network is the V drive.</p> <p>10 Q And who all would have access to</p> <p>11 Powell's V drive or the V drive for Powell?</p> <p>12 A You know, I don't -- I don't think I</p> <p>13 can answer that. I don't know that answer.</p> <p>14 Q Did you ever save documents in the V</p> <p>15 drive for Powell?</p> <p>16 A No.</p> <p>17 Q What sort of documents would have</p> <p>18 been shared in that space?</p> <p>19 A Any and all documents of all</p> <p>20 nature. I don't -- as I said, I'm not even sure</p> <p>21 that there's anything in the V drive for Powell.</p> <p>22 It's just a space to save documents in folderized</p> <p>23 fashion.</p> <p>24 Q Did you ever look in the V drive for</p>	<p>1 Resolute, or do you have any sort of instant</p> <p>2 messaging system?</p> <p>3 A No.</p> <p>4 Q Okay. Did you have any meeting</p> <p>5 agendas that you would have saved?</p> <p>6 A Not that I can recall.</p> <p>7 Q Do you recall ever attending a</p> <p>8 meeting about the William Powell account?</p> <p>9 A It's quite possible we would have</p> <p>10 meetings with respect to individual plaintiff</p> <p>11 cases to discuss valuation issues, and other than</p> <p>12 that, that would be the only meeting I would think</p> <p>13 we would have had.</p> <p>14 Q Who would have been at those</p> <p>15 meetings?</p> <p>16 A Depending on the time frame, it</p> <p>17 would either be Darilyn, myself, and Peter</p> <p>18 Dinunzio, or Darilyn, myself, and Chris Dardis.</p> <p>19 Q Okay. Did you save e-mails</p> <p>20 regarding the Powell account?</p> <p>21 A Just to the extent, as I've already</p> <p>22 testified, that I put them in folders. And to the</p> <p>23 extent that those folders are, you know, still</p> <p>24 there, I'm assuming that they're still there.</p>
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<p>1 Powell?</p> <p>2 A No. Not that I -- not that I can</p> <p>3 recall.</p> <p>4 Q Okay. Did you ever save documents</p> <p>5 onto your desktop or laptop's hard drive</p> <p>6 concerning Powell?</p> <p>7 A Not that I can recall.</p> <p>8 Q So, before I was speaking more</p> <p>9 generally about just any written document. Now</p> <p>10 I'm going to focus on communications or</p> <p>11 correspondence regarding Powell.</p> <p>12 How did you typically correspond</p> <p>13 with other people about the William Powell</p> <p>14 account?</p> <p>15 A Through e-mail.</p> <p>16 Q Would you ever have sent a note or a</p> <p>17 -- like a handwritten note or a letter to anyone?</p> <p>18 A I don't recall. And I would not</p> <p>19 think so. Essentially, I would, you know,</p> <p>20 administer the account through my e-mail. And to</p> <p>21 the extent that I would save anything, it would</p> <p>22 just be put into an e-mail folder.</p> <p>23 Q Okay. Did you have any sort of,</p> <p>24 like, instant messaging, you know, type system at</p>	<p>1 Q Where would the folders have been?</p> <p>2 A On my Outlook.</p> <p>3 Q So you would have created like an</p> <p>4 individual folder in your in-box for every -- or</p> <p>5 for the Powell account?</p> <p>6 A That's correct.</p> <p>7 Q Okay. Do you still have that folder</p> <p>8 on your Outlook?</p> <p>9 A I'm not sure. I'm assuming I do,</p> <p>10 unless it's -- I don't know. I don't know what</p> <p>11 the system has as far as automatic -- I don't</p> <p>12 think it automatically deletes, or whether it goes</p> <p>13 into, you know, some sort of long-term storage or</p> <p>14 whatever, but I didn't delete it, so it should</p> <p>15 still be there.</p> <p>16 Q And you're not aware of any sort of</p> <p>17 automatic deletion policy that Resolute has with</p> <p>18 respect to e-mails?</p> <p>19 A No. I have no idea about that at</p> <p>20 all.</p> <p>21 Q Okay. How often would you have</p> <p>22 sent, received, been copied on an e-mail regarding</p> <p>23 the Powell account?</p> <p>24 A That's very hard to say. Multiple</p>

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<p>1 times in a week.</p> <p>2 Q Over the course of the four years,</p> <p>3 do you think it would have been more than a</p> <p>4 thousand e-mails?</p> <p>5 A I would have to do the calculator.</p> <p>6 I really would have no way to -- you know, it's</p> <p>7 very -- I have to be honest. It's been two years</p> <p>8 since I handled the account.</p> <p>9 My recollection was it was a</p> <p>10 reasonably active account. And whether or not it</p> <p>11 was five e-mails a week for the whole four years,</p> <p>12 I don't know. So it would be a total guess on my</p> <p>13 part.</p> <p>14 Q Okay. Who at Resolute would you</p> <p>15 have e-mailed with or would have sent you e-mails</p> <p>16 with respect to the William Powell account?</p> <p>17 A Well, off the top of my head, I, you</p> <p>18 know, would -- certainly the immediate folks that</p> <p>19 we've already talked about, Peter Dinunzio, Chris</p> <p>20 Dardis, Darilyn.</p> <p>21 I recall from reviewing my affidavit</p> <p>22 that I believe I put Cathy Murphy in there as</p> <p>23 well, and I believe that's the extent of the</p> <p>24 individuals that I would e-mail on the account.</p>	<p>1 have -- I wouldn't be able to tell you what I</p> <p>2 would have talked to him about. But certainly</p> <p>3 people in our file room, I -- you know, I talk to</p> <p>4 on a regular basis. So there may have been -- I</p> <p>5 -- not that I can recall, but possibly.</p> <p>6 Q Would Darilyn have been on those</p> <p>7 e-mails to Christopher Basso?</p> <p>8 A I -- if it was an e-mail with</p> <p>9 respect to William Powell, I would think she would</p> <p>10 be, but seeing as I don't recall the e-mail, I</p> <p>11 wouldn't know. You know, if I -- if -- I wouldn't</p> <p>12 know.</p> <p>13 Q What about Darren Williams?</p> <p>14 A What's the question?</p> <p>15 Q Would you have ever e-mailed with</p> <p>16 Darren Williams about the William Powell account?</p> <p>17 A Possibly.</p> <p>18 Q Who's Darren Williams?</p> <p>19 A She works in -- she works in our</p> <p>20 payment unit, our claim payment unit.</p> <p>21 Q If you had e-mailed with her, would</p> <p>22 you have included Darilyn on that e-mail or those</p> <p>23 e-mails?</p> <p>24 A I would have to know the e-mail, but</p>
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<p>1 Q Who is Cathy Murphy?</p> <p>2 A She works in our quantitative</p> <p>3 analyst unit -- or quantitative analysis unit.</p> <p>4 Q What do they do?</p> <p>5 A They do any number of things. But I</p> <p>6 believe what I was -- what I believe I was</p> <p>7 discussing with her -- well, I wasn't discussing,</p> <p>8 I think I was just cc'd on it, but was an</p> <p>9 allocation of losses through the William Powell</p> <p>10 policies.</p> <p>11 Q How did you generate that Cathy</p> <p>12 Murphy, Darilyn Michaud, Chris Dardis, Peter</p> <p>13 Dinunzio list that's in your affidavit? Did you</p> <p>14 look at anything, or that was all by memory?</p> <p>15 A No. It was largely by memory. I</p> <p>16 just sat here and tried to recall as best I could.</p> <p>17 Q Do you think you ever talked to</p> <p>18 Christopher Basso?</p> <p>19 A I may have.</p> <p>20 Q Who is he?</p> <p>21 A He worked in our file room.</p> <p>22 Q What would you have spoken with him</p> <p>23 about?</p> <p>24 A I really have no idea. I wouldn't</p>	<p>1 possibly.</p> <p>2 Q So possibly not?</p> <p>3 A I would assume I would have cc'd</p> <p>4 Darilyn if it was a payment issue on a William</p> <p>5 Powell account.</p> <p>6 MR. GARNER: Let me interject -- let</p> <p>7 me interject here for a second. For</p> <p>8 purposes of the record, because you</p> <p>9 haven't asked the questions, Katie, and</p> <p>10 I just want to make sure I'm clear on</p> <p>11 this because of the purpose of these</p> <p>12 depositions.</p> <p>13 Clayton, can you tell us what the</p> <p>14 file room is and what the claim payment</p> <p>15 unit is, just so we're clear what we're</p> <p>16 talking about here.</p> <p>17 MS. BARNES: Actually, Rich, I don't</p> <p>18 need that information, so I'm good.</p> <p>19 MR. GARNER: Yeah. But I want to</p> <p>20 have it on there, just so that way we</p> <p>21 don't have a fight about this later on.</p> <p>22 So if he can briefly answer that</p> <p>23 question, we can go from there.</p> <p>24 MS. BARNES: Actually, can we wait</p>

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<p>1 until the end of my hour to make sure I</p> <p>2 get all my questions in, and then if you</p> <p>3 would like to ask him some questions at</p> <p>4 that point, I'm happy to let you do</p> <p>5 that. So I'm going to move on.</p> <p>6 MR. GARNER: All right. Go ahead.</p> <p>7 Q Mr. Budlong, is there anyone at</p> <p>8 OneBeacon -- I'm sorry. I'm sorry. Mr. Budlong,</p> <p>9 we interrupted you. Was there anything else you</p> <p>10 wanted to add about any e-mails you would have had</p> <p>11 with Darren Williams?</p> <p>12 A I don't recall what I was saying.</p> <p>13 I'm sorry.</p> <p>14 Q Okay. I apologize. Did you ever</p> <p>15 e-mail with anyone at OneBeacon about the William</p> <p>16 Powell account?</p> <p>17 A Not that I can recall.</p> <p>18 Q What about NICO?</p> <p>19 A Not that I can recall.</p> <p>20 Q And your -- the two names that I</p> <p>21 just mentioned to you, did that jog your memory</p> <p>22 about anyone else that you may have e-mailed about</p> <p>23 the William Powell account?</p> <p>24 A What two names?</p>	<p>1 particular case and an evaluation of a particular</p> <p>2 case.</p> <p>3 So it could be Darilyn and I</p> <p>4 speaking about the case and/or bringing in at the</p> <p>5 time Peter Dinunzio and/or at the time Chris</p> <p>6 Dardis. But that's generally -- you know, the</p> <p>7 discussions that would be had would be with</p> <p>8 respect to individual asbestos cases.</p> <p>9 Q Okay. Would these conversations</p> <p>10 have occurred on the phone, or in person, or in a</p> <p>11 group meeting?</p> <p>12 A Most probably in person in a group</p> <p>13 meeting.</p> <p>14 Q How often would you have meetings</p> <p>15 about individual asbestos claims?</p> <p>16 A It's really difficult to say on any</p> <p>17 particular account. It -- you know, we could have</p> <p>18 a situation where we're in a -- I don't recall --</p> <p>19 I don't even independently recall the William</p> <p>20 Powell account.</p> <p>21 But, you know, you typically might</p> <p>22 have trial groups, so that you might have a week</p> <p>23 or two where you have a half a dozen plaintiffs</p> <p>24 that you're evaluating, so you might meet a lot in</p>
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<p>1 Q I mentioned Christopher Basso and</p> <p>2 Darren Williams.</p> <p>3 A No. That doesn't do anything to</p> <p>4 cause me to think of any additional people I may</p> <p>5 have e-mailed on the account.</p> <p>6 Q I believe when we first started</p> <p>7 talking you mentioned that you reported to Brooke</p> <p>8 Green at one point?</p> <p>9 A Yes.</p> <p>10 Q Would you ever have e-mailed her</p> <p>11 about the William Powell account?</p> <p>12 A I don't recall. I wouldn't think</p> <p>13 so, but I don't -- and I don't recall. I could</p> <p>14 have, but I don't recall.</p> <p>15 Q Would Darilyn have been on those</p> <p>16 e-mails?</p> <p>17 A Yes.</p> <p>18 Q Okay. Did you speak to anyone</p> <p>19 orally about the William Powell account while you</p> <p>20 were a team leader?</p> <p>21 A Yes.</p> <p>22 Q How would you have spoken to people?</p> <p>23 A I think, as I said before, typically</p> <p>24 it would be in the context of discussing a</p>	<p>1 those two or three weeks, and then you may go</p> <p>2 another 30 or 45 days without any trials coming</p> <p>3 up, so you wouldn't meet. It's really quite</p> <p>4 arbitrary.</p> <p>5 Q Would you have taken notes during</p> <p>6 these meetings?</p> <p>7 A Probably not.</p> <p>8 Q Do you ever take notes during</p> <p>9 meetings?</p> <p>10 A Yes, I do.</p> <p>11 Q Where do you keep your notes?</p> <p>12 A It depends on the meeting. I -- you</p> <p>13 know, it's not infrequent that I keep notes for a</p> <p>14 meeting, do what I need to do, and then throw the</p> <p>15 notes out.</p> <p>16 I don't recall taking any notes with</p> <p>17 respect to the William Powell meetings, but I can</p> <p>18 tell you I know I don't have any lingering folders</p> <p>19 of notes here from William Powell meetings.</p> <p>20 Q And you never met with anyone at</p> <p>21 OneBeacon about the William Powell account?</p> <p>22 A No.</p> <p>23 Q Did you ever meet with anyone at</p> <p>24 NICO?</p>

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<p>1 A No.</p> <p>2 Q So in your affidavit you state that</p> <p>3 you believe that any correspondence that you were</p> <p>4 involved in concerning administration of claims</p> <p>5 against the William Powell account or claims made</p> <p>6 against William Powell would also involve</p> <p>7 Darilyn.</p> <p>8 What did you do to confirm this</p> <p>9 belief? Did you look at any --</p> <p>10 A Well --</p> <p>11 Q I'm sorry.</p> <p>12 A It's the fact that it's Darilyn's</p> <p>13 account, and so anything that I would have to say</p> <p>14 about it would be said to Darilyn.</p> <p>15 Q But you didn't look at any of your</p> <p>16 e-mails?</p> <p>17 A No. No.</p> <p>18 Q Do you have any sort of automatic</p> <p>19 e-mail rule that adds Darilyn to e-mails about The</p> <p>20 William Powell Company?</p> <p>21 A No, I don't.</p> <p>22 Q Were you ever asked to review</p> <p>23 Darilyn's performance with respect to the Powell</p> <p>24 account?</p>	<p>1 The answer is -- go ahead and answer.</p> <p>2 A No.</p> <p>3 MR. GARNER: I talked over -- yeah.</p> <p>4 I talked over top of you, Clayton,</p> <p>5 again. Thank you.</p> <p>6 Q Has anyone ever mentioned Powell's</p> <p>7 discovery requests to you?</p> <p>8 A No.</p> <p>9 Q Have you ever searched your e-mails</p> <p>10 or your computer or the V drive for documents</p> <p>11 relating to Powell?</p> <p>12 A No.</p> <p>13 Q Has anyone else, to your knowledge,</p> <p>14 ever searched your e-mails, computer, or the V</p> <p>15 drive for documents relating to Powell?</p> <p>16 A Not that I know of.</p> <p>17 Q Do you have a password for your</p> <p>18 computer?</p> <p>19 A Yes.</p> <p>20 Q Have you ever given that password to</p> <p>21 anyone as a request to, you know, access your</p> <p>22 e-mails --</p> <p>23 A No.</p> <p>24 Q -- related to Powell?</p>
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<p>1 A No.</p> <p>2 Q Do you know if Darilyn has any sort</p> <p>3 of document or e-mail retention rules or policies</p> <p>4 set up for her e-mails?</p> <p>5 A No, I don't.</p> <p>6 Q And you have no control over how</p> <p>7 long Darilyn retains e-mails, correct?</p> <p>8 A That's correct.</p> <p>9 Q When did you first learn of this</p> <p>10 litigation? And by that, I mean the complaint</p> <p>11 that The William Powell Company filed against</p> <p>12 Resolute for bad faith, among a number of other</p> <p>13 claims.</p> <p>14 A I may have heard something about it</p> <p>15 when it was first filed, although I believe it was</p> <p>16 some time after Darilyn was working for me. So I</p> <p>17 may have heard about it then, but certainly I</p> <p>18 heard about it in the context of giving my</p> <p>19 affidavit.</p> <p>20 Q Have you ever seen Powell's</p> <p>21 discovery requests?</p> <p>22 A No.</p> <p>23 MR. GARNER: Objection. Don't</p> <p>24 answer. Privileged. Well, go ahead.</p>	<p>1 Okay. Have you ever been instructed</p> <p>2 to save documents related to Powell?</p> <p>3 A No.</p> <p>4 Q Have you ever been instructed to not</p> <p>5 delete e-mails or other documents relating to</p> <p>6 Powell?</p> <p>7 A Not that I can recall.</p> <p>8 Q Have you deleted any documents</p> <p>9 related to Powell?</p> <p>10 A Historically, possibly, you know. I</p> <p>11 don't -- I don't recall independently doing it.</p> <p>12 But, you know, in the course of handling, you</p> <p>13 know, hundreds of e-mails on a daily basis, I --</p> <p>14 you know, I delete e-mails.</p> <p>15 So I wouldn't be able to say that I</p> <p>16 never deleted an e-mail that related to Powell,</p> <p>17 but I don't independently recollect it.</p> <p>18 Q Do you remember if you've deleted</p> <p>19 any e-mails related to Powell since October of</p> <p>20 2014?</p> <p>21 A No. I wouldn't have after -- after,</p> <p>22 no, I haven't. I can tell you that, only because</p> <p>23 there would be no reason for me to because Darilyn</p> <p>24 didn't work for me at that time. The only reason</p>

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<p style="text-align: right;">Page 38</p> <p>1 I would delete them is in the daily course of 2 working my e-mail. 3 Q Got it. Give me one minute, 4 please. Okay. Mr. Budlong, I just have a couple 5 more questions. 6 So going back to just the frequency 7 with which you e-mailed about Powell or the Powell 8 account or received e-mails, you previously 9 testified to, you know, five e-mails a week. Do 10 you remember if you sent at least five e-mails a 11 week about the Powell account? 12 A It's -- I really feel uncomfortable 13 about answering this, because it could be 30 14 e-mails, or it could be no e-mails on a given 15 week. I would have to go back and review my 16 e-mails from 2010 to 2014 to see the frequency of 17 it occurring. 18 As I said, I know it was an active 19 account, so I'm just totally guessing five e-mails 20 a week on average, but I really just don't -- I 21 don't know. 22 Q Okay. You can't give any sort of 23 average that you're comfortable giving? 24 A Again, because of the nature of</p>	<p style="text-align: right;">Page 40</p> <p style="text-align: center;">ACKNOWLEDGEMENT</p> <p>1 2 3 STATE OF OHIO : 4 COUNTY OF HAMILTON : 5 6 I, Clayton Budlong, have read the transcript 7 of my testimony, given as if under oath, on 8 December 8, 2016. 9 Having had the opportunity to note any 10 necessary corrections of my testimony on the errata 11 page, I hereby certify that the above-mentioned 12 transcript is a true and complete record of my 13 testimony. 14 15 16 17 <u>CLAYTON BUDLONG</u> 18 19 20 21 22 23 24</p>
<p style="text-align: right;">Page 39</p> <p>1 asbestos accounts and that, you know, you can go 2 on a flurry of activity one week because of a 3 cluster of cases that come up, and on another -- 4 and it could be quiet for three weeks. 5 It's just -- it's difficult to pin 6 -- you know, it's not like a regular -- it's 7 difficult to pin down an average number. 8 Q Okay. And then just my final 9 question to you is, did you review anything during 10 the course of this deposition? 11 A No. 12 MS. BARNES: Okay. Great. Well, I 13 appreciate your time, and that's all the 14 questions I have for you. 15 And now if Rich would like to clarify 16 anything, you know, feel free to do so, 17 Rich. 18 MR. GARNER: No. We'll leave it 19 there. We'll reserve the right to read. 20 MS. BARNES: Great. Thanks a lot. 21 (Deposition concluded at 10:45 a.m.) 22 23 24</p>	<p style="text-align: right;">Page 41</p> <p style="text-align: center;">CERTIFICATE</p> <p>1 2 3 I, Renee Rogers, a notary public within 4 and for the State of Ohio, do hereby certify that 5 the within 40 pages were taken by me in stenotypy 6 and transcribed by computer-aided transcription, 7 and that this is a true, accurate, and complete 8 transcription of the same. 9 10 11 <u>My commission expires: Renee Rogers</u> 12 April 13, 2021 Notary Public-State of Ohio 13 14 15 16 17 18 19 20 21 22 23 24</p>

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